Name: Ehud Barak

CONFIDENTIAL

CIFC CORP.

DIRECTORS AND OFFICERS QUESTIONNAIRE

CIFC Corp. (the "Company" or "CIFC") is preparing an Annual Report on Form 10-K and an Annual Report to shareholders. Certain information about the Company's and/or the Company's subsidiaries' Directors, Executive Officers and 5% stockholders will need to be included in the Form 10-K and the Annual Report to shareholders. The purpose of this Questionnaire is to obtain that information from you so that CIFC can verify the disclosures to be contained in those documents.

Please complete, sign, date and return this Questionnaire to:

Robert C. Milton III
General Counsel of CIFC Corp.
c/o CIFC Asset Management LLC
250 Park Avenue
New York, New York 10177
Email: rmilton@cifc.com

The Questionnaire may also be returned by email to the email address indicated above, but please also mail the signed original to Mr. Milton at the above address. If you have any questions about this Questionnaire, please contact Mr. Milton at (212) 624-1213.

If the answer to any question is "None" or "Not Applicable," please so state. If additional space is required to answer any question, please use the "Remarks" page attached to the end of this Questionnaire. Please identify all questions answered in this fashion by their respective question numbers. **Capitalized terms are defined in Appendix A to this Questionnaire.** References to the Company include the Company's subsidiaries.

1. ***Background Information***. Please verify or provide the following background information *[Item 401(a) and (b) of Regulation S-K]*:

(a) Full name:

Ehud Barak

(b) Residential or business address and telephone number (please specify which) if you would like us to use an address and number other than that of the Company:

(c) Date of Birth:

(d) Are you related by blood, marriage or adoption to any Director or Executive Officer or any nominee to become a Director or Executive Officer of the Company? For your convenience, please see Appendix C to this Questionnaire for a list of current directors and officers of CIFC. *[Item 401(d) of Regulation S-K]*

Yes ____ No _X

If Yes, please identify the Director or Executive Officer or the nominee and the nature of the relationship:

(e) Please indicate all positions and offices that you presently hold with the Company or its subsidiaries and the period of time which you have held each such position or office. If you are not currently employed by the Company or any of its subsidiaries, please indicate whether you have been employed by CIFC at any time since its inception. *[Item 401(a) and (b) of Regulation S-K]*

Office	**Term**	**Period(s) during which you have served as such**
Not Applicable		

(f) If you were selected to serve as a Director or Executive Officer of the Company pursuant to any arrangement or understanding between you and any other person (except the Directors or Officers of the Company acting solely in their capacity as such), or you were party to any arrangement or understanding pursuant to which any person (other than yourself) is to be or was selected as Director, Executive Officer or nominee for Director of the Company, please describe the arrangement or understanding below and name the other person(s). *[Item 401(a) and (b) of Regulation S-K]*

No

(g) Please provide your personal biography. The biography must describe your business experience during the past **five** years, including: principal occupations and employment; the name and principal business of any corporation or other organization in which such occupations and employment were carried on; and whether such corporation or organization is an Affiliate of the Company. If you are an Executive Officer of the Company and have been employed by the Company or a subsidiary of the Company for less than five years, include a brief description of the nature of your responsibilities in prior positions to provide adequate disclosure of your prior business experience and the level of your professional competence. If you are a Director of the Company, your biography must list all other directorships of publicly held corporations or investment companies registered under the Investment Company Act of 1940 that you presently hold, are nominated to hold, or have held during the past five years. *[Item 401(e) of Regulation S-K]*

2. ***Legal Proceedings***. During the past ten years [Item 401(f) of Regulation S-K]:

(a) Has a petition under the federal bankruptcy laws or any state insolvency law been filed by or against you, or has a receiver, fiscal agent or similar Officer been appointed by a court for the business or property of (a) you, (b) any partnership in which you were a general partner at, or within two years before, the time of such filing or (c) any corporation or business association of which you were an Executive Officer at, or within two years before, the time of such filing?

Yes ____ No

(b) Have you been convicted of fraud?

Yes ____ No

(c) Have you been convicted in a criminal proceeding or named the subject of a pending criminal proceeding, excluding traffic violations and other minor offenses?

Yes ____ No

(d) Have you been the subject of any administrative or court order, judgment, decree or consent agreement, not subsequently reversed, suspended or vacated, of any court or federal or state authority, permanently or temporarily enjoining or limiting you from the following activities:

(i) acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission (the "CFTC"), or an associated person of any of the foregoing, or as an investment advisor, underwriter, broker or dealer in securities, or as an affiliated person, Director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

(ii) engaging in any type of business practice; or

(iii) engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of federal or state securities laws or federal commodities laws?

Yes ____ No

(e) Have you been the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any federal or state authority barring, suspending or otherwise limiting for more than 60 days your right to engage in any activity described in

subparagraph (i)(ii)(a) above or to be associated with persons engaged in any such activity?

Yes ____ No

(f) Have you been found by a court in a civil action or by the Securities and Exchange Commission (the "SEC") to have violated any federal or state securities law, and the judgment in such civil action or finding by the SEC has not been subsequently reversed, suspended or vacated or are you presently the subject of any investigation by the SEC which could result in the finding of such a violation?

Yes ____ No

(g) Have you been found by a court in a civil action or by the CFTC to have violated any federal commodities law, and the judgment in such civil action or finding by the CFTC has not been subsequently reversed, suspended or vacated or are you presently the subject of any investigation by the CFTC which could result in the finding of such a violation?

Yes ____ No

(h) Have you been the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

(i) Any Federal or State securities or commodities law or regulation; or

(ii) Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

(iii) Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity?

Yes ____ No

(i) Have you been the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(40))), Municipal Securities Rulemaking Board, or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Yes ____ No

If you answered Yes to any of the foregoing questions in "Legal Proceedings," please describe such event in the "Remarks" section attached at the end of this Questionnaire.

3. ***Stock Ownership***. (a) Please provide the total number of shares of Company common stock you beneficially own or for which you have the right to acquire beneficial ownership within 60 days of the date of this Questionnaire whether or not pursuant to stock options. You "beneficially own" shares of the Company's common stock if you have the power (either alone or with some other person) to vote such shares (voting power) or the power to sell such shares (investment power). Please also refer to the definition of "Beneficial Owner" in Appendix A. *[Item 403(a) and (b) of Regulation S-K]*

None

(b) Please indicate if any shares of Company common stock are owned by you with another person, or by your spouse, minor child, relatives sharing your home or are held in the name of a bank, broker or nominee for your account, held by you as a trustee, executor, agent, pledgee, nominee or in a similar capacity, and you share voting or investment power over any of the shares being reported.

(c) Have any of the shares of Company common stock listed in (a) as being beneficially owned by you been pledged or otherwise deposited as collateral or are they subject to any voting trust or similar agreement or any contract providing for the sale or other disposition of such shares?

Yes ____ No __X

If Yes, please explain:

(d) Has any other person or entity acted together with you in acquiring, holding or disposing of Company common stock?

Yes ____ No

If Yes, please give details below:

(e) If you wish to disclaim beneficial ownership of any shares listed in (a), indicate the shares that you wish to disclaim beneficial ownership of and the reason for such disclaimer:

(f) Please provide a description of all option exercises and stock vestings since January 1, 2010 on the chart provided:

Grant Type (Options, Restricted Shares)	Grant Date	Expiration Date	Number of Options Exercised	Number of Shares Vested	Exercise Price Per Share	Shares/ Options Remaining	Exercise or Vesting Date
Not Applicable							

4. ***Compensation***. (a) **Appendix B** sets forth various compensation matters relating to you. Please fill in additional information as appropriate. The items to be described are all compensation you received from the Company (during the last two years if you are an Executive Officer), including salary, bonus, other compensation including perquisites, restricted stock awards, option grants, other compensation awards, option exercises and any other arrangements pursuant to which you were compensated. *[Item 401(a)(2), (c), (d), (e), (f), (g), (h), (i), (j) and (k) of Regulation S-K]*

(b) Have you, an entity in which you are a partner, shareholder, director or officer, or a trust in which you have a beneficial interest or serve as a trustee, or has an Immediate Family Member of yours, received any of the following personal benefits from the Company or any subsidiary of the Company, directly or through third parties, since January 1, 2008? A benefit is personal in nature if it is not directly related to job performance. Please check the applicable column for each benefit listed below:

		Yes	No
(i)	Home repairs and improvements (including security systems)	☐	☐
(ii)	Housing or other living expenses (including mortgage and rental payments or the cost of domestic services)	☐	☐
(iii)	Personal use of Company furnished automobile or other motor vehicle	☐	☐
(iv)	Personal use of Company furnished airplane	☐	☐
(v)	Personal use of Company furnished boat or yacht	☐	☐
(vi)	Personal use of Company furnished apartment, hotel room, or vacation accommodations	☐	☐
(vii)	Personal entertainment and related expenses, including personal use of sporting tickets	☐	☐

(viii) Personal use of Company furnished property ☐ ☐

(ix) Personal vacation or travel expenses ☐ ☐

(x) Personal legal, accounting, financial planning or other professional services for matters unrelated to the Company or its business ☐ ☐

(xi) Personal use of Company employees ☐ ☐

(xii) Membership in a country club or other social or recreational club (does not include civic or service clubs) ☐ ☐

(xiii) The ability to obtain benefits or discounts from third parties because the Company or any subsidiary directly or indirectly compensates the third party for the benefit or discount ☐ ☐

(xiv) Insurance premiums paid by or on behalf of the Company with respect to life insurance for your benefit and/or any arrangement or understanding that you will receive or be allocated an interest in any cash surrender value thereunder ☐ ☐

(xv) Other personal benefits, including but not limited to Company paid medical and dental insurance, insurance co-payments and out-of-pocket expenses, other than those afforded to all full time employees on a non-discriminatory basis ☐ ☐

(xvi) Consulting fees ☐ ☐

(xvii) Annual costs of payments and promises pursuant to director legacy programs and similar charitable awards ☐ ☐

(xviii) If you answered Yes to any of the above personal benefits, please provide the following information for each:

Description of Benefit	Recipient of Benefit	Company's Cost of Benefit

(c) Since January 1, 2012, did you receive any other compensation from the Company for SEC disclosure purposes that is not properly categorized as salary or bonus or that is not otherwise included in the disclosure set forth in **Appendix B** under the heading "Other"? Other items of compensation include cash and non-cash items such as

		Yes	No
(i)	Perquisites and other personal benefits	☐	☐
(ii)	Securities	☐	☐

(iii) Property ☐ ☐

(iv) Above-market or preferential earnings (i.e., interest or dividends) on restricted stock, options, stock appreciation rights and nonqualified deferred compensation ☐ ☐

(v) Tax gross-up or other payments ☐ ☐

(vi) Preferential discounts on stock purchases ☐ ☐

(vii) Long-term incentive plan payouts ☐ ☐

(viii) Amounts paid or accrued pursuant to a plan or arrangement with respect to termination of employment or change-in-control ☐ ☐

(ix) Present value of the accumulated benefit under each plan that provides for specified retirement payments and benefits, or payments and benefits that will be provided following retirement (excluding defined contribution plans) and any payments from such plans during the last fiscal year ☐ ☐

(x) Your contributions to defined contribution plans and other nonqualified deferred compensation plans during the year ☐ ☐

(xi) Company contributions to defined contribution plans and other nonqualified deferred compensation plans during the year ☐ ☐

(xii) Earnings on each defined contribution plan and nonqualified deferred compensation plan during the year ☐ ☐

(xiii) Withdrawals and distributions from each defined contribution plan and nonqualified deferred compensation plan during the year ☐ ☐

If you answered Yes to any of the above personal benefits, please provide the following information for each:

Description of Benefit	Recipient of Benefit	Company's Cost of Benefit

3. ***Third-party Payments***. Did anyone other than the Company or its subsidiaries make any payment to you during the fiscal year ended December 31, 2010, for services you performed for the Company or its subsidiaries? If so, please describe. *[Item 402(a)(2) of Regulation S-K]*

4. ***Employment Contracts***. Do you have an employment contract, consulting, confidentiality, non-compete or similar agreement with the Company or any of its

subsidiaries? If so, please describe. *[Item 402(e), (h),(i) and (j) of Regulation S-K]* Not Applicable

5. ***Termination of Employment Arrangements***. Do you have any agreement or arrangement with the Company or its subsidiaries, or does the Company or its subsidiaries have any plan, under which you will receive any payment at, following or in connection with your resignation, retirement or other termination of your employment or from a change in control of the Company or a change in your responsibilities following a change in control? If so, please describe. *[Item 402(b), (c), (e), (h), (i) and (j) of Regulation S-K]*

   Not Applicable

6. ***Indebtedness***. Have you been, directly or indirectly, indebted to, or received an extension of credit from, the Company or any of its subsidiaries at any time since July 30, 2002? *[Section 402 of Sarbanes-Oxley]*

   Yes ____ No _X_

   If Yes, please briefly describe the transaction, including (a) the largest aggregate amount of indebtedness outstanding during such period; (b) the nature of the indebtedness and of the transaction in which it was incurred; (c) the amount of indebtedness outstanding at the date of this Questionnaire; (d) the rate of interest paid or charged on such indebtedness; and (e) if such indebtedness was incurred by any person or entity other than you, the name of the person and the nature of the relationship by reason of which such indebtedness is required to be described.

7. ***Interested Transactions***. (a) Did you or a member of your Immediate Family have any direct or indirect material interest in any transaction or series of similar transactions, or any currently proposed transaction or series of similar transactions, with the Company or its subsidiaries since January 1, 2010, which involves an amount greater than $120,000? *[Item 404(a) of Regulation S-K]*

   Yes ____ No

   If Yes, please briefly describe the transaction or series of similar transactions, including the name of such person and the person's relationship to the Company; the nature of such person's interest in the transaction; the amount of such transaction; and the amount of such person's interest in the transaction.

   (b) Did any firm, corporation or entity with which you or an Immediate Family Member has a relationship (except a relationship solely as a director of such

firm, corporation or entity or as the holder of less than 10% stock ownership interest or limited partnership interest in such firm, corporation or entity) been involved in any transaction, or series of similar transactions, since January 1, 2010 or any currently proposed transaction, or series of similar transactions, with the Company or any of its subsidiaries which involves an amount greater than $120,000? *[Item 404(a) of Regulation S-K]*

Yes ____ No

If Yes, please briefly describe the transaction or series of similar transactions, including: the name of such person and the person's relationship to the Company; the nature of such person's interest in the transaction; the amount of such transaction; and the amount of such person's interest in the transaction.

8. ***Directors Only: Business Relationships***. If any of the following relationships have existed at any time during the indicated periods, in the Remarks section at the end of this Questionnaire, please identify (i) the entity; (ii) the nature of its relationship with the Company; (iii) the nature of your affiliation with such entity; and (iv) the amount of the business done between the Company and the entity since January 1, 2010 and/or proposed to be done during the Company's current fiscal year.

(a) You are or were an Executive Officer of, or own or owned more than 10% equity interest in, any business or professional entity that made, or proposes to make during the current fiscal year, payments to the Company or its subsidiaries for property or services that exceed 5% of (i) the Company's consolidated gross revenues for its last full fiscal year or (ii) such entity's consolidated gross revenues for its last full fiscal year;

(b) You are or were an Executive Officer of, or own or owned more than 10% equity interest in, any business or professional entity to which the Company or its subsidiaries has made, or proposes to make during the current fiscal year, payments for property or services that exceed 5% of (i) the Company's consolidated gross revenues for its last full fiscal year or (ii) such entity's consolidated gross revenues for its last full fiscal year;

(c) You are, or during the last fiscal year have been, an Executive Officer of, or own or owned more than 10% equity interest in, any business or professional entity to which the Company or its subsidiaries was indebted in an aggregate amount that exceeds 5% of the Company's total consolidated assets at the end of such fiscal year;

(d) You are or were a member of, or of counsel to, a law firm that the Company retained in the last fiscal year or proposes to retain during the current fiscal year and, if so, please provide the amount of fees paid or to be paid to the law firm if such amount exceeds 5% of the law firm's gross revenues for that firm's last full fiscal year;

(e) You are or were a partner or Executive Officer of any investment banking firm that

performed, or that the Company proposes to have perform, services for the current fiscal year and, if so, please provide the amount of compensation received or to be received by such investment banking firm if such amount exceeds 5% of the investment banking firm's consolidated gross revenues for such firm's last full fiscal year; or

(f) You have or had any other relationship substantially similar in nature and scope to those relationships listed in (a) through (e) above.

9. ***More Business Relationships.*** To your knowledge, are you or were you at any time since January 1, 2008 a director or officer of any company that competes with the Company? *[Section 8 of the Clayton Act]*

Yes ____ No

If Yes, please indicate the company and describe your role with the company.

10. ***Business Relationships with Auditor***. (a) Except as otherwise disclosed in response to a different question in this Questionnaire, did or do you have, or are you aware of whether the Company has, a direct or material indirect business relationship with the Company's independent accountants or any Covered Person of the independent accountants since January 1, 2010? *[Item 2.01(c)(3) of Regulation S-X]*

Yes ____ No

If Yes, please briefly describe the business relationship, including the nature of the relationship; the amount of the relationship; and the amount of your interest in the relationship.

(b) Do you, or does any Immediate Family Member, engage Deloitte & Touche LLP or Ernst & Young LLP for personal tax services?

Yes ____ No

11. ***Change in Control***. Do you know of any arrangement, including any pledge of securities of the Company, which resulted in the last fiscal year, or may result in the future, in a change in control of the Company? *[Item 403(c) of Regulation S-K]*

Yes ____ No

If Yes, briefly describe any such arrangement:

12. ***Indemnification***. Describe below any contract or arrangement (other than under Delaware law, the Company's Certificate of Incorporation and Bylaws or Directors' and Officers' liability insurance) under which you, as a Director or Officer of the Company, are insured or indemnified in any manner against any liability that you may incur in such capacity *[Item 702 of Regulation S-K]:*

13. ***Adverse Interest in Legal Proceedings***. Do you know of any pending or contemplated legal proceedings and investigations in which either you or any Director, Officer or Affiliate of the Company or any owner of more than 5% of any class of voting securities of the Company, or any Associate of any such Director, Officer, Affiliate or security holder, is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries? *[Item 103 of Regulation S-K]*

Yes ____ No

If Yes, please describe:

14. ***Directors' and Officers' Liability.*** Do you have knowledge or information of any fact, circumstance, situation or transaction which may give rise to a claim under the Company's Directors' and Officers' liability insurance policy?

Yes ____ No

If Yes, please describe:

15. ***Section 16 Reporting Compliance.*** If the Company determines that you are subject to Section 16 of the Securities Exchange Act of 1934 ("Section 16"), you will be required to make an annual Form 5 filing with the SEC within 45 days of the end of the Company's fiscal year reflecting *[Item 405 of Regulation S-K]:*

- any transactions in the Company's securities you consummated during the past year that were not required to be reported on Form 4 (e.g., certain gifts and inheritances), or
- any transactions in the Company's securities which you should have reported during the past year but did not, **AND**
- your aggregate ownership of the Company's securities as of December 31, 2010.

The annual Form 5 filing is not required if:

- you have not engaged in any transactions in the Company's securities during the past year which required reporting on Form 5, or
- all such transactions were previously reported on a Form 4 prior to the date the Form 5 was due, **AND**
- you do not have any holdings or transactions which were otherwise required to be reported during the past year and which were not reported to the SEC.

If the Company has determined that you are subject to Section 16, please answer the following questions. If the Company has determined that you are not subject to Section 16, please go to question 17 (provided that if at any time the Company determines that you are subject to Section 16, you will be required to submit a revised Questionnaire containing answers to the following questions).

(a) Based on a review of all your transactions in the Company's securities and all filings made by you with the SEC during the past fiscal year, were you required to file a Form 5 with the SEC for the past year? (By answering No you will be representing that no Form 5 filing is required, and agreeing that the Company may retain this Questionnaire and provide it to the SEC upon request.)

Yes ____ No _X_

(b) If you answered Yes to (a) above, did you file a Form 5 or was one filed on your behalf ?
Not Applicable

Yes ____ No

(c) Was the Form 5 complete and accurate? Not Applicable

Yes ____ No

If no, please explain.

(d) Were any of your Section 16 filings (Forms 3, 4 or 5) filed after the date on which they were due to be filed? If so, please indicate the number of late filings, the number of transactions that were not reported on a timely basis and any known failure to file a required form.

Yes ____ No __X_

If yes, please explain.

(e) Have you engaged in any transactions in the Company's securities that have not yet been reported in the most recent Form 5 or Form 4 that you filed?

Yes ____ No _X_

If Yes, please describe the transactions.

16. ***Compensation Committee or Similar Committee.*** Have you been a member of the Company's compensation committee or a member of a compensation committee or similar committee or, in the absence of such a committee, a member of the board of directors, involved in making decisions regarding compensation policy for any other company? *[Item 407(e)(4) of Regulation S-K]*

Yes ____ No _X_

If Yes, please indicate the company.

17. ***Directors Only: Independence from the Company.***

(a) Are you or have you been employed by the Company or any of its subsidiaries or affiliates since January 1, 2008? *[Nasdaq Rule 5605(a)(2)(A)]*

Yes ____ No _X_

If Yes, please describe:

(b) Have you or has any Family Member accepted compensation from the Company or any subsidiary of the Company in excess of $120,000 during any period of twelve consecutive months within the past three years (other than compensation for board or board committee service, payments arising solely from investments in the Company's securities, compensation paid to a Family Member who is an employee (other than an executive officer) of the Company or a subsidiary of the Company, benefits under a tax-qualified retirement plan, or non-discretionary compensation)? If the Company made political contributions to your campaign or that of any Family Member, such amounts would be considered compensation for purposes of this question. *[Nasdaq Rule 5605(a)(2)(B)]*

Yes ____ No _X_

If Yes, please describe:

(c) Is a Family Member, or at any time during the last three years has a Family Member been, employed by the Company or by any subsidiary of the Company as an Executive Officer? *[Nasdaq Rule 5605(a)(2)(C)]*

Yes ____ No _X_

If Yes, please indicate the entity and describe your Family Member's role with the entity.

(d) Are you, or is a Family Member, a partner in, or a controlling shareholder or an executive officer of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or $200,000, whichever is greater (other than payments arising solely from investments in Company securities or payments under non-discretionary charitable contribution matching programs)? *[Nasdaq Rule 5605(a)(2)(D)]*

Yes ____ No

If Yes, please indicate the entity and describe your or your Immediate Family Member's role with the entity.

(e) Are you, or is a Family Member, employed as an Executive Officer of another entity where at any time during the past three years any of the Company's Executive Officers also serve on the compensation committee? [*Nasdaq Rule 5605(a)(2)(E)]*

Yes ____ No

If Yes, please indicate the organization and describe the nature and the amount of the payments and your role with the organization.

(f) Are you, or is a Family Member, a current partner or employee of Deloitte & Touche LLP or Ernst & Young LLP, or were you or a Family Member a partner or employee of Deloitte & Touche LLP or Ernst & Young LLP, at any time during any of the past five years? *[Nasdaq Rule 5605(a)(2)(F)and 2-01 of Regulation S-X]*

Yes ____ No

If Yes, please indicate the organization and describe the payments and your role with the organization and whether or not you worked on the Company's audit during that time.

(g) Do you have any other relationship with the Company or a member of its management, either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company, that may interfere with the exercise of your independence from management and the Company? *[Nasdaq Rule 5605(a)(2)(A)]*

Yes ____ No

If Yes, please describe:

18. ***Directors who are on the Audit Committee Only.*** Not Applicable

(a) Have you participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years? *[Nasdaq 5605(c)(2)(A))]*

Yes ____ No

(b) Are you able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement? *[Nasdaq 5605(c)(2)(A))]*

Yes ____ No

(c) Do you have past employment experience in finance or accounting, requisite professional certification, or any other comparable experience or background which results in your financial sophistication? *[Nasdaq 5605(c)(2)(A)]*

Yes ____ No

If Yes, please describe:

(d) Do you qualify as an "Audit Committee Financial Expert"? *[Item 407(d)(5) of Regulation S-K]*

Yes ____ No

If Yes, please describe your relevant education and experience.

(e) On how many other audit committees of public companies do you serve?

(f) Do you currently or do you plan to, in the current fiscal year, accept directly or indirectly any consulting, advisory, or other compensatory fee from the Company or any of its subsidiaries, other than your fees for serving on the Company's Board of Directors? For purposes of this question, "*indirect*" includes acceptance of such a fee by a spouse, a minor child or stepchild or a child or stepchild sharing a home with you or by an entity in which you are a partner, member, an officer such as a managing director occupying a comparable position or Executive Officer, or occupying a similar position (except limited partners, non-managing members and those occupying similar

positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the Company or any of its subsidiaries. *[Rule 10A-3(b)(ii)(A) under the Exchange Act]*

Yes ____ No

If Yes, please describe the nature of the services that are to be provided and the fee that is to be obtained.

(g) Other than in your capacity as a member of the audit committee, the board of directors or any other committee of the board of directors, are you an "affiliated person" of the Company or any of the Company's subsidiaries? For purposes of this question, an affiliated person is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the Company or a subsidiary of the Company. You are an affiliated person if you are, among other things, an executive officer, general partner or managing member of an affiliate of the Company, or a director who is also an employee of an affiliate. For purposes of this question, you are not deemed to control the Company or any of the Company's subsidiaries if you are not the beneficial owner, directly or indirectly, of more than 10% of any class of voting equity securities of the Company or its subsidiaries, and you are not an Executive Officer of the Company or any of its subsidiaries. *[Rule 10A-3(b)(ii)(B)]*

Yes ____ No

If Yes, please describe your affiliation.

19. ***Foreign Corrupt Practices Act***. Since January 1, 2008, were you involved in or potentially involved in, or do you have knowledge of, any of the following matters: (a) any political contributions by the Company or from its assets, whether legal or illegal; (b) the disbursement or receipt of Company funds outside the normal system of accountability; (c) payments, whether direct or indirect, to or from foreign governments, officials, employees or agents for purposes other than the satisfaction of lawful obligations, or any transaction which has as its intended effect the transfer of Company assets for the purposes of effecting such a payment; (d) the improper or inaccurate recording of payments and receipts on the books and records of the Company or any of its subsidiaries; or (e) any other matters of a similar nature involving disbursements of Company assets?

Yes ____ No

If Yes, please describe:

20. ***Iran-Related Activities.***

Please note the following instructions when responding to the two questions in this section: (i) In determining whether you have anything to report in response to the questions in this section, "affiliate" includes any U.S. or foreign entity that you directly or indirectly control, i.e., have the power to direct or cause the direction of the management and policies of that entity through ownership of voting securities, by contract, or otherwise, and (ii) because the Company is going to be subject to ongoing disclosure requirements with respect to these matters each quarter, we also request that you inform us immediately if you or any of your affiliates engages, or plans to engage, in any of the activities described below at any time during 2014 or thereafter.

(a) Since January 1, 2013, have you or any of your affiliates had any dealings with any person or entity whose property or interests in property are blocked by the U.S. government for reasons relating to terrorism or the proliferation of weapons of mass destruction pursuant to Executive Orders 13224 or 13382? For reference, a current list of these persons and entities may be found at http://sdnsearch.ofac.treas.gov/ by selecting the program tags [NPWMD] or [SDGT] and clicking "Search." Such persons or entities need not be located in or related to Iran.

Yes ____ No

(b) Since January 1, 2013, have you or any or your affiliates engaged in any transactions with, relating to, or benefiting Iran, its government (including its agencies, political subdivisions, and any entity controlled by it or acting on its behalf), or any persons or entities in Iran, whether such transactions are direct or indirect.

Yes ____ No

21. ***Litigation***. Please briefly summarize any litigation in which you have been involved as a plaintiff or a defendant in the last ten years.

22. ***Fraudulent Activity***. Have you ever been the subject of an investigation by the SEC or any other federal or state authority regarding the commission of any fraudulent or other illegal activity?

Yes ____ No

If Yes, please describe:

23. ***Other Material Matters***. Please describe briefly below any other personal facts or

circumstances that you believe may be material that have not otherwise been disclosed in your answers to this Questionnaire.

I hereby acknowledge that the answers to the foregoing questions are correct and complete to the best of my knowledge and understand that this information furnished to you may be used in connection with the Proxy Statement and Annual Report on Form 10-K and in other disclosures.

If any changes in the information provided occur prior to the date of the Proxy Statement and the Annual Report on Form 10-K, I will notify the Company and its counsel of such changes.

I understand that material misstatements or omissions of material facts in the Company's disclosure documents may give rise to civil and criminal liabilities to the Company and to each Officer and Director of the Company. I will notify the Company and its counsel of any such misstatement or omission.

I hereby consent to being named as a Director or Executive Officer of the Company in the Form 10-K, annual report and the Proxy Statement.

Date: March ___, 2014

Signature

_____

Ehud Barak

REMARKS*

Question Number and Letter	Answer

* Attach additional sheets as may be necessary.

APPENDIX A

DEFINITION OF CERTAIN TERMS

Throughout this Questionnaire, certain terms have been used which have certain meanings associated with them. These terms, and their meanings, are as follows:

Affiliate: The term "Affiliate" of the Company or person "affiliated" with the Company includes any of the following persons:

1. any Director or Officer of the Company;

2. any person that directly or indirectly controls, or is controlled by, or is under common control with, the Company;

3. any person performing general management or advisory services for the Company; and

4. any "Associate" of the foregoing persons.

***Associate*:** An "Associate" of, or a person "associated" with, you means: (i) any relative (as defined below) of such person, (ii) any corporation or organization (other than the Company or its subsidiaries) of which such person is an Officer or partner or directly or indirectly the beneficial owner of 10% or more of any class of equity securities and (iii) any trust or estate in which such person has a substantial beneficial interest or as to which such person serves as a trustee, executor or in a similar fiduciary capacity.

Audit Committee Financial Expert: An "Audit Committee Financial Expert" is a person who has the following attributes: (i) an understanding of generally accepted accounting principals and financial statements, (ii) the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves, (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by our financial statements, or experience actively supervising one or more persons engaged in such activities, (iv) an understanding of internal control over financial reporting, and (v) an understanding of audit committee functions. To be an "Audit Committee Financial Expert," the person must have acquired these attributes through: (a) education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor, or experience in one or more positions that involve the performance of similar functions; (b) experience actively supervising a person described in (a) above, (c) experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements, or (d) other relevant experience.

Beneficially Owned*:** A "beneficial owner" of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise has or shares (i) ***voting power, including the power to direct the voting of such

security, *or* (ii) ***investment power***, including the power to dispose of, or direct the disposition of, such security. In addition, a person is deemed to have "beneficial ownership" of a security of which such person has the right to acquire beneficial ownership at any time within 60 days, including, but not limited to, any right to acquire such security: (i) through the exercise of any option, warrant or right, (ii) through the conversion of any security or (iii) pursuant to the power to revoke, or the automatic termination of, a trust, discretionary account or similar arrangement.

It is possible that a security may have more than one "beneficial owner," such as a trust, with two co-trustees sharing voting power, and the settlor or another third party having investment power, in which case each of the three would be the "beneficial owner" of the securities in the trust. The power to vote or direct the voting, or to invest or dispose of, or direct the investment or disposition of, a security may be indirect and arise from legal, economic, contractual or other rights, and the determination of beneficial ownership depends upon who ultimately possesses or shares the power to direct the voting or the disposition of the security.

The final determination of the existence of beneficial ownership depends upon the facts of each case. You may, if you believe the facts warrant it, disclaim beneficial ownership of securities that might otherwise be considered "beneficially owned" by you.

***Control*:** The term "control" (including the terms "controlling," "controlled by" and "under common control with") means possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract or otherwise.

Covered Person: The covered person means the following partners, principals, shareholders, and employees of an accounting firm: the audit engagement team, the chain of command (all persons who supervise or have direct management responsibility for the audit, including at all successively senior levels through the accounting firm's chief executive, who evaluate the performance or recommend the compensation of the audit engagement partner or who provide quality control or other oversight of the audit), any other partner, principal, shareholder or managerial employee who has provided, or expects to provide, ten or more hours of non-audit services to the Company since January 1, 2008, and any other partner, principal, or shareholder from an office (a distinct sub-group whether distinguished along geographic or practice lines) of the independent auditor in which the lead engagement partner primarily practices in connection with the audit.

***Director*:** For purpose of this Questionnaire, "Director" shall mean any Director of a corporation, trustee of a trust, general partner of a partnership, or any person who performs for an organization functions similar to those performed by the foregoing persons.

Executive Officer: The term "Executive Officer" means a president, any vice president in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy making function and any other person performing similar policy-making functions. Executive Officers of the Company's subsidiaries may be deemed Executive Officers of the Company if they perform such policy making functions for the Company.

Family Member: "Family Member" of a person means the person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home.

Immediate Family Member: "Immediate Family Member" of a person means the person's child, stepchild, parent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law and any other person (other than a tenant or employee) sharing the household of the specified person.

***Material*:** The term "material," when used to qualify a requirement for the furnishing of information as to any subject, unless otherwise indicated, limits the information required to those matters as to which there is a substantial likelihood that a reasonable investor would attach importance in determining whether to purchase the Company's common stock.

***Officer*:** The term "Officer" means a president, vice president, secretary, treasurer or principal financial officer, controller or principal accounting officer and any person routinely performing corresponding functions with respect to any organization whether incorporated or unincorporated.

***Person*:** The term "person" means an individual, corporation, partnership, limited liability company, association, joint stock company, trust, unincorporated organization or a government or political subdivision thereof.

***Relative*:** The term "relative" means any spouse of such person, or any relative of such spouse who has the same home as such person or who is a Director or Officer of the Company or any of its subsidiaries.

APPENDIX B

	2013 (Directors and Officers)	2012 (Officers Only)
Base salary		
Bonus (for current year)		
401(k) match		
Executive long-term disability insurance premium		
Executive $1M term life insurance		
$500K basic term life insurance		
Medical insurance		
Dental insurance		
Vision insurance		
Work/life benefit		
Special payout for earned but unused time off		
Securities underlying options/ SARS		
Restricted stock awards		
Other (describe)	Board fees (Quarterly Retainer Fees=$[_____]; Individual Meeting Dates = $[_____]; Total Compensation = $ [_____]	

APPENDIX C

	OFFICERS	DIRECTORS
CIFC CORP.	Stephen J Vaccaro, Co-President Oliver E Wriedt, Co-President Robert C. Milton III, General Counsel and Chief Compliance Officer Rahul Agarwal, Chief Financial Officer	Iosif Bakaleynik Ehud Barak Jason Epstein Peter Gleysteen Andrew Intrater Paul Lipari Marco Musetti Independent Directors: Frederick Arnold Robert B. Machinist Frank C. Puleo